Law Offices of

### CHAPMAN AND CUTLER LLP

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September 28, 2004

San Francisco 595 Market Street San Francisco, California 94105 (415) 541-0500

Salt Lake City 50 South Main Street Salt Lake City, Utah 84144 (801) 533-0066

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W. Washington, DC 20423-0001

RECORDATION NO. 25214 FILED

Re:

Union Pacific Railroad Company Leveraged Lease Financing UPRR 2004-F

SEP 28 '04

12-34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Agreement (UPRR 2004-F), dated as of September 29, 2004, between Wilmington Trust Company, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:

Union Pacific Railroad Company 1400 Douglas Street, Stop 1920 Omaha, Nebraska 68179

Lessor:

Wilmington Trust Company Rodney Square North 1100 North Market Street

Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement consists of 27 EMD SD70M Locomotives bearing the reporting marks UP 3844 through UP 3866 and UP 5127 through UP 5130, inclusive, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement (UPRR 2004-F).

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

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## CHAPMAN AND CUTLER LLP

recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord Alvord and Alvord 1050 Seventeenth Street Suite 301 Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2965).

Sincerely,

CHAPMAN AND CUZLER LLP

Willie F. Lewis Ir

WFL/meg Enclosures

## EXHIBIT A

# UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
EMD SD70M		
Locomotives	27	UP 3844 — UP 3866, inclusive
		UP 5127 — UP 5130, inclusive

RECURDATION NO. 75714 FILED SEP 2 8 '04 12-34 PM

## MEMORANDUM OF LEASE AGREEMENT (UPRR 2004-F)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement, made and entered into as of September 29, 2004, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("Lessee").

#### WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 2004-F), dated as of July 1, 2004 (the "Lease Agreement"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

> individual capacity, but solely as Owner Trustee Charisse L. Rodgers Vice President Title: Executed on this \_\_\_\_ day of September, 2004. UNION PACIFIC RAILROAD COMPANY

WILMINGTON TRUST COMPANY, not in its

By. Name: Title:

Executed on this \_\_\_\_ day of September, 2004.

# MEMORANDUM OF LEASE AGREEMENT (UPRR 2004-F)

Memorandum of Lease Agreement, made and entered into as of September 29, 2004, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("Lessee").

#### WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 2004-F), dated as of July 1, 2004 (the "Lease Agreement"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Title:

WILMINGTON TRUST COMPANY, not in its

Executed on this <u>22</u> day of September, 2004.

**Assistant Treasurer** 

NEW CASTLE  On this, the day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared CHARISSE L. RODGERGO being by me duly sworn, says that (s)he is the vice President was signed on September, 2004 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.  NOTARY PUBLIC - DELAWARE hy Commission Expires Sept. 29, 2005  (SEAL)  STATE OF NEBRASKA	MANUAL A WAY A WAY			
On this, the day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared CHARISE L. RODGERS Obeing by me duly sworn, says that (s)he is the **VER_Existent of WILMINGTON TRUST COMPANY, that said instrument was signed on September 2004 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.  Name: Notary Public Name: Notary Public Name: Notary Public Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September 2004, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.  Name: Name: Notary Public My Commission Expires:	STATE OF DELAWARE	)		
County and State, personally appeared CHARISSE L. RODGEN being by me duly sworn, says that (s)he is the	COUNTY OF			•
TIRA L. JOHNSON NOTARY PUBLIC - DELAWARE My Commission Expires Sept. 29, 2005  (SEAL)  STATE OF NEBRASKA  On this, the day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September, 2004, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.  Name: Notary Public My Commission Expires:	County and State, personal says that (s)he is the was signed on September _ Directors, and (s)he acknow act and deed of said corporate	ly appeared CHA fee President of V , 2004 on behal vledged that the e tion.	RISSE L. RODGERS o being by me of VILMINGTON TRUST COMPANY, that said f of said corporation by authority of it accution of the foregoing instrument were said to the said corporation by authority of its accution of the foregoing instrument were said to the said corporation by authority of the said corporation and the said corporation by authority of the said corporation by author	luly sworn, instrument ts Board of was the free
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STATE OF NEBRASKA  ) SS: COUNTY OF DOUGLAS  On this, the day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September, 2004, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.  Name: Notary Public My Commission Expires:	NOTARY PUBLIC - DELAY	NARE	My Commission Expires.	
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Name: Notary Public My Commission Expires:	State of Nebraska	) ) SS: )		
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IN WITNESS WHEREOF, mentioned.	I have her	reunto set my hand and official seal on the date above	
		Name:	
		Notary Public	
		My Commission Expires:	
		Residing in	
(SEAL)			
STATE OF NEBRASKA	) ) SS	s:	
COUNTY OF DOUGLAS	)		
County and State, personally a he is the Assistant Treasurer of signed on September 22, 200	ppeared G of Union P 4, on beh	ber, 2004, before me, a Notary Public in and for said dary W. Grosz, who being by me duly sworn, says that PACIFIC RAILROAD COMPANY, that said instrument was alf of said corporation by authority of its Board of execution of the foregoing instrument was the free act	
IN WITNESS WHEREOF, mentioned.	, I have he	reunto set my hand and official seal on the date above	
GENERAL NOTARY - State of Nebraska PAM NEUMAN My Comm. Exp. Dec. 15, 2006		Name: Pan Deuman Notary Public My Commission Expires: 12-15-06	
		Residing in Omaka NE	

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## EXHIBIT A

# UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
EMD SD70M Locomotives	27	UP 3844 — UP 3866, inclusive
		UP 5127 — UP 5130, inclusive